

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**CERTIFICATE OF COUNSEL REGARDING THE MOTION OF W. R. GRACE & CO.  
FOR ENTRY OF AN ORDER APPROVING (A) THE SETTLEMENT BETWEEN W. R.  
GRACE & CO. AND THE LIBBY CLAIMANTS, (B) THE TRANSITION OF THE  
LIBBY MEDICAL PROGRAM, AND (C) THE SETTLEMENT BETWEEN W. R.  
GRACE & CO. AND BNSF RAILWAY COMPANY [DOCKET NO. 28799]**

The undersigned hereby certifies that on April 20, 2012, the Debtors filed the  
*Motion of W. R. Grace & Co. for Entry of an Order Approving (a) the Settlement Between W. R. Grace & Co. and the Libby Claimants, (b) the Transition of the Libby Medical Program, and (c) the Settlement Between W. R. Grace & Co. and BNSF Railway Company [Docket No. 28799]*

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company and H-G Coal Company.

(the “Motion”). The undersigned further certifies that only one objection was filed to the Motion, *viz.*, *The State of Montana’s Limited Objection to the Motion of W. R. Grace & Co. for Entry of an Order Approving (a) the Settlement Between W. R. Grace & Co. and the Libby Claimants, (b) the Transition of the Libby Medical Program, and (c) the Settlement Between W. R. Grace & Co. and BNSF Railway Company* [Docket No. 28885] (the “Montana Limited Objection”). The Montana Limited Objection has been resolved after discussions among the State of Montana, the Debtors, and other parties in interest, and has been or will be withdrawn by the State of Montana.

A revised proposed order (the “Revised Order”) is attached hereto as Exhibit A, and a blackline showing the changes from the original proposed order is attached hereto as Exhibit B. The Revised Order addresses the concern raised by the State of Montana in its limited objection. As set forth in paragraph T of the Revised Order, nothing in the settlement memorialized in the Libby Settlement Term Sheet, and likewise, the Revised Order is intended to affect the Joint Plan, including the injunctions contained therein. The language agreed to by the parties at the end of paragraph 5 makes it clear that if the State of Montana holds claims addressed by that paragraph (*i.e.*, Libby Medical Program claims), it will still hold claims either against the Debtors or the Libby Medical Program Trust depending upon whether such claims arise before or after the Libby Settlement Effective Date per the terms of the Revised Order, understanding that the Revised Order does not create new claims, and all parties in interest reserve their respective rights and defenses with respect to such claims, the Joint Plan and all of their respective arguments on appeal.

The undersigned further certifies that, and confirms per footnote 5 of the Motion, no other additional documents other than the Revised Order will be filed with the Court.

As of the date hereof, the undersigned further certifies that she has caused the Court's docket in this case to be reviewed and no other answer, objection or other responsive pleading to the Motion appears thereon, other than the withdrawn Montana Limited Objection. Pursuant to the Notice of Motion, responses to the Motion were to be filed and served no later than March 4, 2012 at 4:00 p.m.

It is hereby respectfully requested that the Revised Order attached hereto as Exhibit A be entered at the Court's earliest convenience.

Dated: May 30, 2012

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